

07-26-2000

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Divisions of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: BJJ ENTERPRISES, INC.

(name of corporation)

800003396758--1
-09/18/00--01120--006
*****78.75 *****78.75

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$78.75

This represents the cost of Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Please Mail The Articles of Corporation to the below listed address:

Very truly yours,

BRIAN WOLSTEIN

(individual's name)

BJJ ENTERPRISES, INC.

(name of corporation)

MAILING ADDRESS OF CORPORATION

24945 US 19 NORTH

CLEARWATER, FL 33763

727

799-2880

(Area Code) Telephone Number

Extension

PH 9/20/00

ARTICLES OF INCORPORATION

of

BJJ ENTERPRISES, INC.

(name of corporation)

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The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

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ARTICLE I - CORPORATE NAME

The name of the corporation is:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BJJ ENTERPRISES, INC.

ARTICLE II - DURATION

This Corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Company is authorized to issue Five Hundred shares (500) of one Dollar(s) (\$1) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal office, if know, or the mailing address of the corporation is:

NAME	BJJ ENTERPRISES, INC.
ADDRESS	24945 US 19 NORTH
CITY, STATE, ZIP	CLEARWATER, FLORIDA 33763

The name and street address if the Initial Registered Agent of this Corporation is:

NAME	BRIAN WOLSTEIN
ADDRESS	24945 US 19 NORTH
CITY, STATE, ZIP	CLEARWATER, FLORIDA 33763

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have Three (3) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1).

The names and addresses of the initial director(s) of the corporation are as follows:



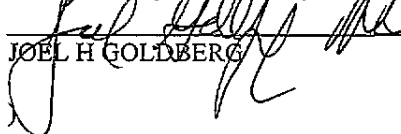
NAME	BRIAN WOLSTEIN
ADDRESS	24945 US 19 NORTH
CITY, STATE, ZIP	CLEARWATER, FL 33763
NAME	LYNNE MAGAZINE
ADDRESS	208 HANCOCK CT
CITY, STATE, ZIP	SAFETY HARBOR, FL 34695
NAME	JOEL GOLDBERG
ADDRESS	4975 CANEY CT
CITY, STATE, ZIP	PORT RICHEY, FL 34668

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	BRIAN WOLSTEIN
ADDRESS	24945 US 19 NORTH
CITY, STATE, ZIP	CLEARWATER, FL 33763
NAME	LYNNE MAGAZINE
ADDRESS	208 HANCOCK CT
CITY, STATE, ZIP	SAFETY HARBOR, FL 34695
NAME	JOEL GOLDBERG
ADDRESS	4975 CANEY CT
CITY, STATE, ZIP	PORT RICHEY, FL 34668

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation the 26th Day of July, 2000

 (Seal)
BRIAN WOLSTEIN
 (Seal)
LYNNE MAGAZINE
 (Seal)
JOEL H GOLDBERG

STATE OF FLORIDA

SS

COUNTY OF PINELLAS _____)

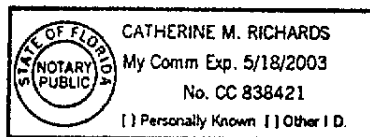
before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally
BRIAN WOLSTEIN, LYNNE MAGAZINE, JOEL H GOLDBERG

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that he/she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 26 Day of July, 2000

(Notary Seal)


(Notary Public, State of Florida At Large)



CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
OF

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00 SEP 18 AM 9:10

BJJ ENTERPRISES, INC.
(name of corporation)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes Sections 48.091 and 607.034, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with
is registered office as indicated in the Articles of Incorporation at:

24945 US 19 NORTH

CLEARWATER, FL 33763

has named

BRIAN WOLSTEIN

located at the aforesaid address, as its Registered Agent to accept service of process
within the state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation at
the place designated in this certificate, I hereby accept to act in this capacity, and agree
to comply with the provisions of Florida Law in keeping open said office.

X



(registered agent)